

VSAC Board of Directors Meeting

October 5, 2015

9:00 a.m.

Board Room, VSAC
10 East Allen Street
Winooski, Vermont 05404

Members Present:

Dodie Mitchell (chair)	Dave Larsen
Pam Chisholm	Sarah Buxton
Katharine Hutchinson	Martha Heath
Dennis O'Brien	Michael Smith
Beth Pearce	
David Coates	

Members Absent: Ann Cummings

Staff Members Present:

Scott Giles	Marilyn Cargill
Tom Little	Patrick Leduc
Mike Stuart	Kristi Rocheleau

Chair Dodie Mitchell called the meeting to order at 9:10 a.m. and welcomed Board members. A quorum of directors was present, and the meeting, having been duly convened, was ready to proceed with business.

Approval of Minutes

Upon a motion made by David Coates and seconded by Dave Larsen, the Directors voted unanimously to approve the meeting minutes of June 15 and 16, 2015, as presented.

Chair's Report

Dodie framed the meeting agenda, calling attention to biennial Board of Director elections and corporate officer reappointments that the Board would act on during the Governance Committee update. Members voiced the importance of maintaining stability of the Board, and support for participation in choosing leadership for the next elections. Dodie requested that Dennis O'Brien lead the election portion of the Governance Committee report.

President's Report

Scott Giles provided highlights of the previously distributed President's Report and responded to Board Member questions.

Committee Reports

Audit Committee

Chair David Coates summarized the September 25, 2015, meeting:

- VSAC's financial statements and A-133 reports both received an unmodified opinion with no material weaknesses by external auditors, BerryDunn. As a result of the excellent efforts of the Finance Department, VSAC will realize reduced audit fees for a second year in a row.
- The FY16 Internal Audit plan continues to dedicate roughly fifty-percent of its time to federal loan servicing monitoring.
- Corporate Risk categories have been assigned to each vice president. These risk items will be incorporated as part of each Committee's work plan, and regular reports will be provided to committees and the full Board.

At the request of David, Mike Stuart provided the FY15 highlights and overall financial position to the Board of Directors.

There being no questions of Board Members, the following motion was made:

Upon a motion made by Beth Pearce and seconded by Dennis O'Brien, the Board voted unanimously to accept the external audit findings for the Financial Statements and the A-133 as prepared by BerryDunn.

David Coates communicated that he received word from Doug Hoffer that the State Auditor's Office would no longer be sending a designee to future Audit Committee meetings. David expressed the Committee's appreciation for the input and guidance provided by Tanya Morehouse from the State Auditor's office, and if the State's work plan changes, the Committee would welcome her expertise back.

Finance Committee

David Coates provided an update on the September 25, 2015, Finance Committee meeting. Mike Stuart then summarized the FY15 year-to-date report and the FY16 month-to-date report and responded to questions.

Scott Giles communicated that the private loan volume continues to increase and that if the volume exceeds the allotted budget, then additional funds would be drawn from the balance sheet.

Governance Committee

Dave Larsen updated the Board on the work plan goals, which include Board orientation, portal tools, and Board leadership cultivation.

The Board then discussed the benefits of adopting a “portal tool” providing digital access to Board materials for Board members and The Executive Committee, all to support internal efficiencies and Board operations. VSAC Management will adopt Boardvantage and will prepare a short survey for Board members to collect technology preferences. The Governance Committee will remain involved with implementation planning.

Dennis O’Brien then led the election and appointment of officers. Comments were collected from Board members, and the importance of strong leadership and continuity was reiterated.

Upon a motion made by Beth Pearce and seconded by David Coates, the Board voted unanimously to elect the following slate of Board officers.

***Dorothy Mitchell – Chair
Martha Heath – Vice Chair
David Larsen – Secretary***

Upon a motion made by Martha Heath, and seconded by Sarah Buxton, the Board voted unanimously to appoint the following corporate officers.

***Scott A. Giles – President/CEO
Thomas A. Little – Assistant Secretary
Michael R. Stuart – Assistant Secretary
Marilyn Cargill – Assistant Secretary
Patrick Leduc – Assistant Secretary***

Tom informed the Board that the December Board of Directors meeting will include elections for the Vermont Student Development Fund, Inc. officers.

Human Resources Committee

Chair Dennis O’Brien informed the group of the ongoing progress of the PaysScale and the healthcare projects. Patrick will continue to provide updates to the Committee.

Programs & Services Committee

Martha Heath summarized the September 14 Committee meeting discussions, including the work plan to review the grant and scholarship policies within a three-year period, and the ongoing state grant portability conversation. At the request of the Board, Scott and Marilyn will distribute portability fact sheets to the Board to support responses to public inquiries.

Strategic Update

Upon a motion made by Beth Pearce and seconded by David Coates, the Board voted unanimously to enter executive session at 10:24 a.m. in order to consider the appointment of public officers and public employees, and related personnel matters; to consider the performance of public officers and public employees, and related personnel matters; and to obtain confidential and privileged advice from legal counsel. The following were requested to remain in the room, as they have information needed

for the executive session: Scott Giles, Tom Little, Patrick Leduc, Marilyn Cargill, and Mike Stuart. 1 V.S.A. sec. 313 (a).

The Committee exited Executive Session at 2:02 p.m.

Adjournment

There being no other business, the meeting adjourned at 2:22 p.m.

Respectfully submitted,

David Larsen, Secretary